

EXHIBIT A

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JOAN M. MCENTEE

BAKER
DONELSON
BEARMAN, CALDWELL
& CO. WILLIAM COOPER

WR Grace
7500 Grace Drive
Columbia, MD 21044

January 17, 2006

Dear Bill:

It was a pleasure to meet with you and Jim again to discuss W.R. Grace & Co.'s current and future plans in China.

At your request, I am sketching out a proposal of the areas identified as targets for our continued assistance and additional value added.

I. Overall:

A) Increase ongoing essential relationship building with appropriate government leadership in China in order to ensure that Grace's position as a "good corporate citizen" is highly visible and valued by those key decision-makers in the government. This focus may include not only those leaders in the Ministries in Beijing, but the Provincial and Mayoral level as well. As China is becoming more and more decentralized regarding planning and financial decision-making, such contacts are essential in the protection of ongoing projects and Grace's future development. Another major reason for raising Grace's corporate profile is to increase potential business opportunities and overall sales.

B) Identify those key political players who develop/impact decisions relating to concrete standards/regulations that may impact Grace's formula/processes in such. As you are aware, Chinese standard setting is fairly opaque, so our efforts need to be thorough and precise. We need to learn from the Chinese what standardization has been concluded thus far, and where there is flexibility for Grace's potential inclusion. We also need to prepare for high-level political protection of any information etc. that your company may share with the Chinese drafters in order to have it included as part of the standard or regulation.

C) Assist in planning, preparation and arrangements regarding President and Chief Executive Officer Fred Festa's upcoming trips to China. This would include arranging for appropriate political meetings as well as media recommendations in order to focus on Grace's major goals in China.

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As we discussed, compensation for the ongoing above projects will be a monthly retainer of \$10,000 for our services, commencing October 2005. (This arrangement will continue until modified by mutual agreement between Grace and Baker Donelson; or until cancelled by either us or Grace at any time in the future.

II. Additionally, special projects such as:

- A.
 - 1. Seeking out ways to better understand the Chinese decision-making process regarding the concrete industry and devising a plan to take advantage of process and
 - 2. Implement this plan in order to increase Grace business in this area.
- B.
 - 1. Special focus on the Chinese automotive/catalytic converter/washcoat market - to identify China's current automotive leaders, their future plans in this area and how they may or may not be favorable to Grace.
 - 2. Identify key players in this market especially focusing on environmental standards in this area.
- C. Identify potential ways to better understand and enlarge specialty catalyst business.

For such specialty project areas, Grace and Baker Donelson will agree on a specific additional cost associated with pursuing each additional assignment and its timetable, provided that such additional cost shall not exceed \$10,000 per month (in addition to the \$10,000 monthly retainer specified above), during the pendency of the additional assignment.

Grace will transmit to Baker Donelson, the following:

- 1) Exact dates during the March 12 to 21st of Mr. Festa's Asian trip that is planned for China; where exactly and what days are open for Baker Donelson to make recommendations;
- 2) Schedule of Jeff Forgang's trip to China and his focus and availability;
- 3) Schedules of Greg and Rick as well as their particular focus and availability in order to attempt to design a political/visibility program for Grace by working with all available Grace personnel visiting China.

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Thanks for your assistance, look forward to our continued relationship, and receiving the information. Please sign the attached and return a copy for our files. Best,

Read and agreed to this

____ day of _____, 2005.

By: _____
William Corcoran
W. R. Grace

Joan McEntee

Joan McEntee